

MEMO ENDORSED

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DOC #:
DATE FILED: 10-24-12

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October 23, 2012

VIA E-MAIL (ALCarterNYSDChambers@nysd.uscourts.gov)

The Honorable Andrew L. Carter, Jr.
United States District Court
Southern District of New York
500 Pearl Street, Room 725
New York, NY 10007

**Re: Eric Beeman, Jane Freij, and Robert Traktman, Appellants v.
BGI Creditors' Liquidating Trust and Curtis R. Smith, Appellees
(*In re BGI, Inc., f/k/a Borders Group, Inc.*)
(Case No. 1:12-cv-07714-ALC)**

**Eric Beeman, Jane Freij, and Robert Traktman, Appellants v.
BGI Creditors' Liquidating Trust and Curtis R. Smith, Appellees
(*In re BGI, Inc., f/k/a Borders Group, Inc.*)
(Case No. 1:12-cv-07715-UA)**

Dear Judge Carter:

This is a joint letter from all counsel in the above-referenced appeals from two orders entered by the Bankruptcy Court for the Southern District of New York (the "Appeals").

The first Appeal (Case. No. 12-07714) was docketed on October 16, 2012 and marked on the docket as being assigned to Your Honor. The second Appeal (Case No. 12-07715) was also docketed on October 16, 2012, but was left unassigned, with a docket notation indicating that the second Appeal is "possibly related to 12-cv-7714."

The Parties believe that, because of the common factual core underlying both Appeals, consolidation of the Appeals for purposes of briefing, argument, and decision will enable the efficient adjudication of the Appeals and reduce the associated burden on the Court. The Parties are mindful of your Honor's requirement in Individual Practice 7.A that the "page limits in Rule 7.1(b) of the Local Civil Rules of the United States District Courts for the Southern and Eastern

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Districts of New York must be observed.” However, the page limits set forth in Local Civil Rule 7.1(b) (the “Page Limits”) would prohibit the Parties from fully briefing the issues raised in both Appeals on a consolidated basis.

The Parties, therefore, propose to consolidate the Appeals before Your Honor, provided the Page Limits are expanded to reflect the fact that the Parties will address two separate appeals in a single set of briefs. Specifically, the Parties request that Your Honor authorize the Parties to submit 50-page initial briefs and the Appellants to submit a 20-page reply brief, rather than the 25-page initial briefs and 10-page reply brief permitted by the Page Limits.

Furthermore, pursuant to Individual Practice 7.A, the Parties propose to extend the briefing schedule for the Appeals as follows, in form and manner in keeping with Rule 8009:

- Appellants shall have until **November 13, 2012**, 28 days from the entry of the Appeals on the docket, to serve and file their initial brief;
- The Parties stipulate that Appellants’ initial brief **shall not be filed before November 5, 2012**.
- Appellees shall serve and file their responsive brief **within 28 days** after service of Appellants’ brief;
- Appellants may serve and file a reply brief **within 20 days** of service of Appellees’ brief.

The Parties respectfully request that Your Honor, by endorsement of this letter, order the consolidation of the Appeals for all purposes, subject to the above-requested expansion of the Page Limits and the agreed-upon briefing schedule. If the Court would prefer the Parties submit a stipulation and agreed order setting forth the consolidation of the Appeals, modification of the Page Limits, and extension of the briefing schedule, we would be glad to do so.

Should Your Honor have any questions or concerns regarding the foregoing, kindly have a member of the Court’s staff contact the undersigned counsel for the Parties. Thank you.

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Respectfully submitted,



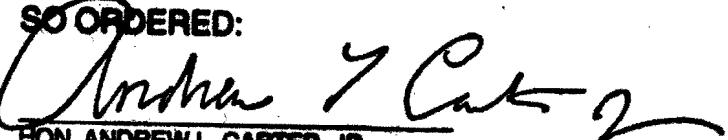
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cc: [All Counsel - Simultaneous delivery]

SO ORDERED:



Andrew L. Carter, Jr.

HON. ANDREW L. CARTER, JR.
UNITED STATES DISTRICT JUDGE

10-24-12